

RECORDATION NO 29111-A
FILED March 17, 2011 05 10 AM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204 4027
(202) 466-6532
FAX (410) 332-0885

March 17, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination of Lease Agreement, a secondary document, dated as of March 15, 2011. The primary document to which this is connected is recorded under Recordation No. 29111. We request that one copy of this document be recorded under Recordation No. 29111-A.

The name and address of the party to the Partial Termination of Lease Agreement is:

Lessor:

Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

A description of the equipment covered by the Partial Termination of Lease Agreement consists of one locomotive numbered RARW 107

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
March 17, 2011
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A short summary of the document to appear in the index follows: a Partial Termination of Lease Agreement by Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, OH 45263, covering one locomotive numbered RARW 107.

Very Truly Yours,


Louis E. Gitomei

Enclosure

TERMINATION OF LEASE AGREEMENT

THIS PARTIAL TERMINATION OF LEASE AGREEMENT ("Termination") is made and entered into as of **MARCH 15, 2011** by between **RARUS RAILWAY COMPANY**, as lessee ("Lessee") and the **FIFTH THIRD BANK**, as lessor ("Lessor"), with reference to the following

1 The Lease Documents **FIFTH THIRD BANK** as lessor and **RARUS RAILWAY COMPANY** as lessee, are parties to that certain Master Equipment Lease dated **MARCH 4, 2010** and Equipment Schedule 001 thereto, dated as of **MARCH 4, 2010** (the "Lease"), a memorandum of which was recorded at the Surface Transportation Board on **MARCH 4, 2010** under Recordation No. **29111**, covering the railcars and equipment described therein.

2 Termination For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged the Lessor has released and discharged, and by these presents hereby terminates said Lease, and the Memorandum of Lease filed under Recordation No **29111**, with respect to one and only one locomotive numbered **RARW 107** described therein and releases and discharges said locomotive from all liens and interest held by the Lessor created or described in said agreement and any renewals or extensions thereof. Notwithstanding the foregoing, the lease remains in force with respect to all other locomotives.

3. Counterparts. This Termination may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Lessor has caused this TERMINATION OF LEASE AGREEMENT to be executed by its duly authorized officer as of the date first above written
FIFTH THIRD BANK

as Lessor

By:

Name

Title:

VICE PRESIDENT

STATE OF OHIO

COUNTY OF HAMILTON

} ss
}

On this 15TH day of MARCH 2011 before me, a Notary Public in and for the State of Ohio, personally appeared JAMES A. MERZ, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that (s)he was authorized to execute the instrument, and acknowledged it as the VICE PRESIDENT of FIFTH THIRD BANK to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written

NOTARY PUBLIC in and for the State of
Ohio, residing at HAMILTON COUNTY
My appointment expires 9/14/12

